UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

OMB **4**Expire Estima hous

| | SECTION 4(6), AND/OR DATE RECEIVED NO. 1. LANGE DESCRIPTION |
|---|--|
| WASH | DRM LIMITED OFFERING EXEMPTION |
| Name of Offering (February at this is an . | amendment and name has changed, and indicate change) |
| Senior Secured Post Petition | |
| Filing Under (Check boxtes) that apply) | ☐ Rule 504 ☐ Rule 505 |
| Type of Filing X New Filing | Amendment |
| | A. BASIC IDENTIFICATION DATA |
| 1 Enter the information requested about | |
| | annualment and name has changed, and indicate change i |
| PT Holdings Company, Inc., I Address of Executive Offices | Port Townsend Corporation and PTPC Packaging Co., Inc. (Number and Street, City, State, Zip Code) Telephone Number (Included) |
| 100 Mill Road, Port Townsend | d, WA 98368 (360) 385-3170 |
| Address of Principal Business Operations (if different from Executive Offices) | Number and Street, City, State, Zig Code: Lelephone Number (Including Area Code) |
| | |
| Brief Description of Business | |
| | APR 2 3 2007 |
| Manufacture and Production of Type of Business Organization | of pulp and paper products |
| (x) corporation | [] himited partnership, already formed TKOYSON [] other (please specify) |
| business trust | Immted partnership, to be formed FINANCAL |
| - An interest of memperature of virganizat | tion—(Finter two-letter U.S. Postal Service abbreviation for State CN for Canada, FN for other foreign jurisdiction) |
| GENERAL INSTRUCTIONS | |
| Federal Who Must File All issuers making an oll 15 U.S.C. 77d(6) | fering of securities in reliance on an exemption under Regulation () or Section 4(6), 47 CFR 230 501 et seq. or |
| Securities and Exchange Commission (SI | Tater than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. EC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address ite it was mailed by United States registered or certified mail to that address. |
| Where To File Al S. Securities and Excha | ange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 |
| | notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed and copy or bear typed or printed signatures. |
| | t contain all information requested. Amendments need only report the name of the issuer and offering, any d in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the |
| Filing Fee - There is no federal filing fee | |
| ULOF and that have adopted this form. If are to be, or have been made. If a state re- | nce on the Uniform Lamited Offering Exemption (ULOE) for sales of securities in those states that have adopted Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales equires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall effect in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of |

SEC 1972 (5-05)

filing of a federal notice.

FORM D

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

- ATTENTION -Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the

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*PT Holdings Company, Inc. Port Townsend Corporation 11/1997 (WA) 11/1983 (WA) PTPC Packaging Co., Inc.



| | | A. BASIC IDENTI | FICATION DATA | | |
|--|--|--|--|---|--------------------------------------|
| Each beneficial owner issuer. Each executive officer | ssuer, if the issuer has having the power to v and director of corpo | been organized within the cote or dispose, or direct the rate issuers and of corpora | past five years; he vote or disposition of, 10% to general and managing part | | |
| Each general and man: | iging partner of partne | ership issuers | | | |
| Check Box(es) that Apply | Promoter | Beneficial Owner | [X Executive Officer | Director | General and or Managing Partner |
| Full Name (Last name first, if | (mdividual) | | | | |
| Leybold, Timothy Business or Residence Address | ss (Number and Street | t, City, State, Zip Code) | | | |
| 100 Mill Road, Port | Townsend, WA | 98368 | | | |
| Check Box(es) that Apply | Promoter | Beneficial Owner | Executive Officer | Ducctor | ☐ General and or Managing Partner |
| Full Name (Last name first, if | individual) | | | | |
| Business of Residence Addres | ss (Number and Stree | t, City, State, Ziμ Code) | | | |
| Check Box(es) that Apply | Promoter | Buneficial Owner | Trecutive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if | individual) | <u> </u> | | | |
| Business of Residence Addres | ss (Number and Street | r, City, State, Zip Code) | | · · · · | |
| Check Boxtes) that Apply | Promotes | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if | individual) | = - | | · · · · · · · · · · · · · · · · · · · | |
| Business of Residence Addres | ss (Number and Street | t, City, State, Zip Code) | | | |
| Clicck Box(es) that Apply | Promoter | Beneficial Owner | Executive Officer | Director | General and or Managing Partner |
| Full Name (Last name first, il | individual) | | | | |
| Business or Residence Addres | ss (Number and Street | i, City, State, Zip Code) | | | |
| Check Box(es) that Apply | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, it | individual) | | | , | |
| Business or Residence Addres | s (Number and Street | (, City, State, Zip Code) | | | |
| Check Box(es) that Apply | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if | 'mdividual) | | | | |
| Business or Residence Address | ss (Number and Stree | i, City, State, Zip Code) | | , <u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u> | |

| • | | | - | В, | INFORM | ATION AB | OUT OFFE | RING | | | | |
|----------------------|--|---|---|--|---|--|---|---|--------------------------------------|----------------------|--------------|------------------|
| · | | | | | | | | | | | Yes | No. |
| 1. Has | the issuer: | sold, or doc | s the issue | r intend to | sell, to non | -accredite | d investors | in this offe | ing ⁹ | | | \mathbf{x} |
| | | | | | | | | g under UL | | | | |
| | | | | | | | | | | | | |
| 2. Wha | t is the mi | aunum inve | estment the | it will be a | ecepted fro | m any indi | vidual? | *** *** **** * | | | \$ 10,0 | 00.00 |
| | | | | | | | | | | | Yes | No |
| 3. Doe: | s the offeri | ng permit j | oint owner | ship of a si | ngle unit?. | | | | | | | X |
| com offer and/ | mission or ing. If a p or with a s | similar ten erson to be tate or state | nuneration disted is a es, list the i | for solicita it associated name of the | ition of pur d person or throker or | chasers in agent of a dealer. If n | connection broker or o nore than fi | given, dire with sales lealer regis ve (5) pers for that bu | of securition of securitions to be 1 | the SEC isted are | | |
| Full Na | me (Last n | ame first, i | Lindividua | 1) | | | | | | | | |
| Not. A | pplicabl | e | | | | | | | | | | |
| | | | | | a, City, Sta | ite, Zip Co | de) | | | | | |
| Name o | f Associat | ed Broker o | or Dealer | | | | | | | | | • |
| | 3311.1.10 | | | | | | | | | | | |
| | | | | | ends to Sol | | | | | | П аі | l States |
| | | | | | | | | | | | _ | |
| (AL) [(L) | [AK] [IN] | [AZ] [[A] | [AR] [KS] | [CA] reva | [CO] [LA] | (CT) | {DE} {MD} | [DC] [MA] | {EL} (80) | [GA] [MN] | [HI] [SM] | [ID] [MO] |
| [IC] [MT] | [NE] | [NV] | [NH] | [KY] [NJ] | INMI | (ME) [NY] | [NC] | [ND] | [MI] [OH] | [OK] | {OR} | [PA] |
| (RI) | [SC] | [SD] | [TN] | HXI | [UT] | [VT] | [VA] | [WA] | [WV] | [0,0] | [WY] | [PR] |
| | - | ame first, i | · | · | | | | | | | · | |
| | • | | | • , | | | | | | | | |
| | pplicabl s or Resid | | ss (Numbe | r and Stree | a, City, Sta | te, Zip Co | de) | | | | | |
| Name o | f Associate | ed Broker (| or Dealer | | | | | | | | . <u> </u> | |
| States in | n Which Po | erson Liste | d Has Solic | ated or Inte | ands to Sol | icit Purcha | sers | | | | | |
| (Che | eck "All St | ates" or ch | eck individ | lual States) | | *************************************** | | | | | ∏ Al | l States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | {CT] | [DE] | [DC] | [FL] | [GA] | [111] | HDI |
| (IL) | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [144] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [MD] | {OH} | [OK] | [OR] | [PA] |
| (RI) | [SC] | [SD] | [ואד] | [TX] | [UT] | [VT] | [VA] | [WA] | $\{WV\}$ | {WI} | $\{WY\}$ | [PR] |
| Full Na | me (Last n | ame first, i | f individua | F) | | | | | | | | |
| Not_A | pplicabl | e . | | | | | | | | | | |
| | | | ss (Numbe | r and Stree | a, City, Sta | te, Zip Co | de) | | | | | |
| Name o | f Associate | ed Broker (| or Dealer | | | · · · · · · · · · · · · · · · · · · · | | | | | | |
| | | | | | ends to Sol | | sers | | | | . 🗀 Al | l States |
| | | | | | | | | | | | | |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | {CT} | [ĐE] | [DC] | [FL] | [GA] | (HII) | [D] |
| HEI mare | (ME) | [IA] (SW) | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | - [MQ] - [PA] |
| [MT] | (NE) | [NV] | [NH] | [NJ] | [NN] | [NY] | (NC) | [ND] | 10H1 | {ÓK} | JORI nesa | [PR] |
| [RI] | [SC] | [SD] | [TN] | $\{TX\}$ | [UT] | [VT] | [VA] | $\{WA\}$ | [WV] | [WI] | [WY] | 10.01 |

| Į. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities of the rechange and others by anythmost. | · | |
|----|---|--------------------------|-------------------------------|
| | Offered for exchange and already exchanged. Type of Security | Aggregate Offering Price | Amount Already Sold |
| | Debt | | 1 \$ 24,327,600.01 |
| | Equity Not Applicable | | ```` |
| | Common Preferred | | |
| | Convertible Securities (including warrants)NotApplicable | \$ | S |
| | Partnership Interests | | |
| | Other (Specify)Not_Applicable | | |
| | Total | | |
| | Answer also in Appendix, Column 3, if filing under ULQE. | -24,327,000.0 | 1 - 24,327,000.01 |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | Aggregate |
| | | Number Investors | Dollar Amount of Purchases |
| | Accredited Investors | 26 | \$ 24,327,600.01 |
| | Non-accredited Investors Not Applicable | | \$ |
| | Total (for filings under Rule 504 only) | | \$ |
| | Answer also in Appendix, Column 4, if filling under UI OE | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. | | |
| | Not Applicable | Type of | Dollar Amount |
| | Type of Offering | Security | Sold |
| | Rule 505 | | \$ |
| | Regulation A | | <u>\$</u> |
| | Rule 504 | | \$ |
| | Total | | \$ |
| 1 | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | | \$ |
| | Printing and Engraving Costs | | <u>s</u> |
| | Legal Fees | | \$ 322,217.50 |
| | Accounting Fees | | <u>s</u> |
| | Engineering Fees | | <u>s</u> |
| | Sales Commission (specify finders' fees separately) | | \$ |
| | Other Expenses (identify)Fees.withheld and paid.by. Agent, Agent.Fees,.A | | 5 4,332,682.03 |
| | Interest payment, refinancing fees | | \$ 4,654,899.5,3 |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U | SE OF PROCEEDS | |
|-----------|--|--|--------------------------|
| b. | Enter the difference between the aggregate offering price given in response to Part $C-Q$ and total expenses furnished in response to Part $C-Q$ uestion 4.a. This difference is the "gross proceeds to the issuer." | ndjusted | <u>\$19,672,70</u> 0.48 |
| 5. | Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an and check the box to the left of the estimate. The total of the payments listed must adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. | estimate equal the | |
| | | Payments to Officers, *Directors & Affiliates | Payments To Others |
| | Salaries and fees Not Applicable | • | |
| | Purchase of real estate Not Applicable | | |
| | Purchase, rental or leasing and installation of machinery and equipment | 🗆 <u>s</u> | <u> </u> |
| | Construction or leasing of plant buildings and facilitiesNot Applicable | 🗆 <u>\$</u> | <u> </u> |
| | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | | □ \$ |
| | Repayment of indebtedness | | |
| | Working capital | · | |
| | Other (specify): | | _ |
| | | 🚨 = | . - - |
| | | - 🕽 \$ | □ s |
| | Column Totals | | |
| | Total Payments Listed (column totals added) | | 19,672,700.48 |
| | | | |
| | D. FEDERAL SIGNATURE | | |
| foll | e issuer has duly caused this notice to be signed by the undersigned duly authorized person, owing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities ar uest of its staff, the information furnished by the issuer to any non-accredited investor purs | id Exchange Commissi | on, upon written |
| or Por | ner (Print or Type) Holdings Company, Inc., t Townsend Corporation and C Packaging Co., Inc. | Date 4.6 | .07 |
| | me of Signer (Print or Type) Title of Signer (Print or Type) | <u>, , , , , , , , , , , , , , , , , , , </u> | |
| | in all a land of | | |
| | imothy P. LeyBold CFO | | |
| | | | |
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| | | | |

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

-ATTENTION-----

| | E. STATE SIGNA | TURE | | | |
|---|----------------------------------|----------------------------|-----------------------|-------------|------------|
| 1. Is any party described in 17 CFR 230.262 of such rule? | | | | Yes | No □ |
| | See Appendix, Column 5, fo | r state response. | | | |
| 2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a | • | strator of any state in wh | ich this notice is fi | led, a noti | ice on |
| 3. The undersigned issuer hereby undertake issuer to offerees. | s to furnish to the state admir | ustrators, upon written r | equest, informatio | n furnishe | ed by the |
| 4. The undersigned issuer represents that the Limited Offering Exemption (ULOE) of this exemption has the burden of estable | he state in which this notice is | s filed and understands th | | | |
| The issuer has read this notification and kno undersigned duly authorized person. | ws the contents to be true and | I has duly caused this no | tice to be signed of | on its beha | alf by the |
| Issuer (Print or Type) PT Holdings Company, Inc., Port Townsend Corporation and PTPC Packaging Co., Inc. | Signature /. In our | 2 | Date 4.6 | .07 | |
| Name (Print or Type) | Title (Print or Type) | | | | |
| Timothy P. Leysold | CFo | | | | |

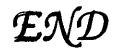
Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

| APPENDE | Υ. |
|---------|----|
|---------|----|

| 1 | Intend to non-ac investors | to sell ceredited s in State -Item 1) | 3 Type of security and aggregate offering price offered in state (Part C-Item 1) | | 4 Type of investor and amount purchased in State (Part C-Item 2) | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
|-------|----------------------------------|--|--|---------------------------------------|---|-----------------------------|--------|--|----|
| | | | | Number of Accredited | | Number of Non-Accredited | | | |
| State | Yes | No - | | Investors | Amount | Investors | Amount | Yes | No |
| AL | | | Not Applicable | | | | | | |
| AK | | | Not Applicable | | | | | | |
| AZ | | | Not Applicable | | | | | | |
| AR | | | Not Applicable | | | | ·· | | |
| CA | | X | | 1 | \$250,800.00 | | | | |
| со | | | Not Applicable | | | | | | |
| ст | | X | | 22 | \$3,358,598.34 | | | | |
| D£ | | | Not Applicable | | | | | | |
| DC | | | Not Applicable | | | | | | |
| FL | | | Not_Applicable_ | | | | | | |
| GA | | | Not Applicable | | | | | | |
| Ш. | | | Not Applicable | | | | | | |
| ID | | | Not_Applicable | | | | | | |
| 11. | | | Not Applicable | | | | | | |
| IN | | - K | MOC APPITCABLE | 1 | \$261,250.00 | | | | |
| 1A | | | Not Applicable | | 2461.1550.00 | · | | | |
| KS | | | | | | | | | |
| KY | | | Not Applicable Not Applicable | | | | | | |
| LA | | | | ··· | | | | | |
| ME | | | Not Applicable | · · · · · · · · · · · · · · · · · · · | | | | | |
| CIIA | | | _Not_Applicable_ | | | | | | |
| MA | | | Not Applicable | | | | | | |
| MI | | | Not Applicable | | | | | | |
| MN | | | Not_Applicable | | | | | 0 | |
| MS | | | Not Applicable | | | | | | |
| МО | | | Not Applicable | | | | | | |
| МΓ | | | Not Applicable | · | | | | | |
| NE. | | | Not Applicable Not Applicable | | | | | | |

| | | , | | | APPENDIX | | | | | |
|-------|---------------------------------|---|--|--------------------------------------|--|--|--------|-----|--|--|
| | Intend to non-a investors | 2 to self ceredited s in State -ftem 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | | Type of investor and amount purchased in State (Part C-Item 2) | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-frem 1) | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | |
| NV | | | Not_Applicable_ | | | | | | | |
| NII | | | Not Applicable | | | | | | | |
| NJ | | | Not Applicable | | | | | 0 | | |
| NM | | | Not Applicable | | | | | | | |
| NY | | KZk | | 11 | \$18,126,601.6 | 7 | | | | |
| NC | | | Not Applicable | | | | | | | |
| ND | | | _Not_Applicable_ | | | | | | | |
| QH | | | Not_Applicable | | | | | | | |
| ОК | | | _Not_Applicable_ | | | - | | | | |
| ÓR | | | Not Applicable | | | | | | | |
| PA | | KX | | 12 | \$2,330,350.00 | | | | | |
| RI | | ם | _Not_Applicable_ | | | | | 0 | | |
| sc | | 0 | Not Applicable | | | | | | | |
| SĐ | | | Not Applicable | | | | | | | |
| TN | | | Not Applicable | | | | | | | |
| TX | | | Not Applicable | | | | | 0 | | |
| UT | | | _Not_Applicable_ | | | | | | | |
| VT | | | _Not_Applicable_ | | | | | | | |
| VA | | | Not Applicable | | | | | | | |
| W/A | | | Not Applicable | | | | | 0 | | |
| WV | | | _Not_Applicable_ | | | | | | | |
| WI | | | _Not_Applicable. | | | | | | | |
| WY | | | | | | | | | | |



_Not_Applicable.

Not Applicable

PR